

XGAINS4KEEPS INC/LTD

INITIAL COIN OFFERING WHITE PAPER AND DISCLOSURE

Xgains4keeps Inc/Ltd

(Exact name of registrant as specified in its charter)

NEVADA, UNITED STATES & UNITED KINGDOM

(State or other jurisdiction of incorporation or organization)

7370/7375

(Primary Standard Industrial Classification Code Number)

27-0450053

(I.R.S. Employer Identification Number)

13 LEE HIGH ROAD, LONDON, SE13 5PL. UK.

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

Calculation of Registration Fee

Title of Each Class of Securities on offer	Proposed Maximum Aggregate Offering Price (\$) (varying and dependant on the price of ETH)	Amount of Registration Fee
ETH COINS		n/a
XG4K/ETH COINS		n/a

Prospectus (Subject to Completion)

Dated January 1st 2018

CRYPTO CURRENCIES

The logo for Xgains4keeps is displayed in a large, stylized, yellow-green font with a slight glow effect. The text reads "Xgains4keeps".

Crypto-Currencies

Xgains4keeps Inc/Ltd is offering for sale 100,000 ETHs a crypto-currency by the way of our crypto-currency XG4K/ETH. We will receive all of the proceeds from the sale of the currency. This is our initial coin offering and no public market currently exists for our crypto-currency.

Following this offering, we will extend in the direction of any entity XG4K/ETH Coins already issued for every ETH contributed. Holders of the XG4K/ETH coins will be entitled to some of our Class A Common stock; 1 XG4K/ETH coin to 100 Class A Common shares. Fractional ETH values do not qualify for an entitlement to our Class A Common Stock since shares cannot be divided into fractions. To qualify the holder must bring the fractional value to a whole figure, and only the whole figures in the entity's possession will qualify; say 2.99XG4K/ETH coins, the holder will be entitled to only 200 Class A Common shares.

An application to list the XG4K/ETH currency on a digital currency exchange will be made soon under the symbol 'XG4K'.

There are Risks involved in investing in our company through this Initial Coin Offering (ICO) see: Summary Information, Risk Factors and Ratio of Earnings to Fixed Charges.

Price: 1-ETH per 1-XG4K

	Price to Public	Underwriting Discounts and Commissions	Proceeds to Xgains4keeps Inc	Proceeds to Selling Stockholders
Per Share	1-ETH per 1-XG4K		100,000-ETH	
Total	1-ETH per 1-XG4K		100,000-ETH	

NAME OF THE UNDERWRITERS IF ANY HERE

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You should rely only on the information available in this white paper or disclosure. No authority has been given to anyone or organization to provide you with information that is different from what is in this prospectus. We are seeking offers to buy and at the same time we are seeking to raise Ethers and consequently XG4K Crypto-currencies with the right to acquire some shares of our Class A common stock. The information contained in this prospectus is accurate and complete only as of the date of the front cover regardless of the time and date of delivery of this prospectus or of any sale of the crypto-currencies. In this prospectus the “Company,” “Xgains4keeps,” “we,” “us” and “our” refer to Xgains4keeps Inc/Ltd., of dual incorporation in Nevada U.S-temporarily defunct, and U.K and, where appropriate, its subsidiaries if any except where the context requires otherwise. Prospectus, White paper and Disclosure refer to this document.

As it stands individual investors in any jurisdiction outside the United States are qualified to part take in this offering.

All dealers that effect transactions in Xgains4keeps crypto-currency, whether or not participating in this offering, may be required to deliver a prospectus. This also includes the dealers’ obligation to deliver a prospectus when acting as an underwriter and with regard to their unsold allotments and subscriptions.

LETTER FROM THE FOUNDERS

INTRODUCTION

Xgains4keeps is not like companies you deal with regularly or know of, it is different to some extent. The mission of the founders is to run this internet based company as one that really delivers real and tangible ‘Gains’ from the utilization of rents and mortgages, the consumption of digital experiences to the internet users that use its website and other digital resources like its Facebook pages. Users of the many applications on the internet spend endless hours consuming them and hardly do the significant majority of them derive any economic gain. On the other hand when an entity pays his or her rent for their residence its value is gone once the utility has been enjoyed and even a good previous payment history will not save them from losing that home if the subsequent payments are not made. We hope to foster an atmosphere of challenge, innovation and creativity. This atmosphere if all things are equal will lead yet more derivable ‘Gains’ for the users of the website and the various applications associated with it on other platforms.

In other that these ‘Gains’ (which are in the form of Xgains4keeps shares or option contracts or crypto-currency as the case may be) to be of real economic value to the user it has to be in the public domain for liquidity reasons as well as to raise the needed capital to operate the company effectively. Indeed going public to raise capital, this ICO, listing the coin-XG4K on an exchange, listing the shares on the Stock Market or Equity Mediums and increasing the number of registered shares and issued coins may jeopardize the current independence that allows us to sustain the current business model, philosophy, mission and vision.

PROVIDING VALUE FOR THE INTERNET USER

This company was founded by Ugochukwu Unamka and the objective was to add an incremental value to the utility derived by the internet user something slightly different from what other companies are doing. Here at Xgains4keeps we aim to deliver no matter how small some economic benefit from the use of the internet, the utilization of rents and

mortgages as it is now and as it will be in the near and distance future. The company has not really started making money but equity trading and advertising are expected be our key sources of revenue as well as other economic activities like engineering services. We are confident that we will deliver real and tangible value to the users and profit for the investors going by the model we have adopted.

LONG TERM FOCUS

If the circumstances require that we ignore short-term results for the long term benefit of our shareholders we will do exactly that and we also expect that our shareholders will also take the long term view as well. We will not be distracted by the pressure to have earnings inline with analysts' expectations that are normally smaller and predictable as against the larger more unpredictable returns.

As it stands Xgains4keeps does not have adequate funds for its operations, with this public offering and the subsequent ones coupled with consequent fund raising that will be taken care of. With the funds in place the operations will generate adequate cash that will give us among other things the ability to minimize costs through the advantage of the economies of scale. Our decisions will not be based on accounting considerations but on business fundamentals with the long term good of the company and shareholders constantly considered.

RISK VERSUS REWARD IN THE LONG TERM

The business environment Xgains4keeps operates in changes rapidly and needs long term investment and because of short term earnings demands we will not hesitate to place a bet on an investment opportunity that has a high-risk and high-reward. We may have some volatility quarter to quarter due to losses and gains of new projects but in the long term there will be more value and profits.

EXECUTIVE ROLES

As at the time of writing this prospectus this company was run by me Ugo Unamka and all the decision were made by me as well. Directors, Owen Altraide, Kene Onah and Emeka Ezeoke are consulted very often; this also happens when very important issues arise before

decisions are made. Kene Onah is a Risk Manager at one of Nigeria's and Africa's most capitalized banks Fidelity Bank Plc, he has an MBA. Owen Altraide is a very experienced financial and economic policy manager and has an MBA, and Masters of Economic Policy Management from Harvard University. Emeka Ezeoke is a highly experienced software expert and has a BSc in Industrial Chemistry. I recently completed an MPhil/PhD thesis in Mechanical Engineering/Computational Mechanics. The company will hire and engage other capable executives following this offering.

CORPORATE STRUCTURE

The corporate structure is a dual ownership structure; see earlier sections of this prospectus, the reason for that is to ensure that outside parties do not take control of the company and influence the independence, vision and mission of the company. This will help this transition from an underfunded private company to a funded public one to be a somewhat smooth one. It will leave the executives running the company at anytime to have significant control of the company's strategic decisions for the purpose of retaining the long term objectives. This will also leave new investors with less influence on the company's strategic decisions.

BECOMING A PUBLIC COMPANY

The key reasons for Going Public are raising needed funds to hire future Employees, ascertain equity liquidity for new and old Investors as well as our website User's and a broader shareholder base. Xgains4keeps is out to add some incremental value to the use of the internet as well as enabling them to acquire some equity against the rent and mortgages they pay as the case may be by offering the users of its website its shares or option contracts as such they have to be sufficiently liquid hence one of the reasons we are Going Public.

EMPLOYEES

We will extend a significant ownership to future employees and offer them healthy benefits as such we hope to attract the most creative technologists and business people.

CONCLUSION

Xgains4keeps' business model is not conventional and here we believe that the users of the internet-individuals mostly deserve more than they are getting from it as well as the need to accrue some assets from the payments made towards their accommodation as it concerns real and tangible 'Gains' and we have set out to do something about it. Our mission and further description of our business can be seen in the rest of this prospectus, we cannot anticipate all possible questions you may have but we will try the much we can to do so in the prospectus.

UGOCHUKWU UNAMKA

UGOCHUKWU UNAMKA

SUMMARY INFORMATION, RISK FACTORS

Xgains4keeps Inc/Ltd

Xgains4keeps is in the business of Digital Content Consumption Monetization. Under our Equity4keeps programme we pursue the Derivation of Equity associated with rents and mortgages for our users. We extend in the direction of our users some of our equity or option contracts or ETF option contracts or warrants as the case maybe in pursuit of that. The website hosts trending and popular snippets from a diverse range of content creators and providers as the case may be; as such the content enables the company to continue positioning itself towards relevance as a source of information as a whole, academic and business reference materials and much more. In addition to that the company will continue to mop up revenue accruing from the existence of these contents.

The company is at the forefront of creating by far more tangible value from the use of the internet as a means of disseminating information and sharing content as well as providing a fulfilling experience as well as in the Equity4keeps programme; which is about Equity Derivation or Acquisition. This added value or ‘gains’ can in turn become a resource pool (capital) or much more which will lead to possibly more ‘gains’ or value as the case may be. Equity funding of One Hundred Thousand Ethers is needed in the short to medium term to: develop the business, promote and get the word out, employ and develop the needed manpower, advance the technological base of the company, ensure that there is money in the stock, expand the company’s reach around the world, ensure that there is sufficient liquidity until the business breaks even and much more.

Corporate Information

Xgains4keeps Inc was incorporated in June 2009 in Nevada and we are currently operating from Flat 13, Meridian Court, 166 Lee High Road, Lewisham, London, SE13 5PL and we can currently be reached on: +447455212970. We own and run the website of our company

and this website is composed of the company name, the information available on this website is not part of this prospectus.

Summary of Consolidated Financial Data

	Year ended June 30 2015	Year ended June 30 2016	Year ended June 30 2017
Consolidated Statement of Operations Data:	(un-audited estimates)	(un-audited estimates)	(un-audited estimates)
Net Revenue/Capital Inflow (\$)	1,712.00	2,672.00	3,165.00
Cost and Expenses :			
Cost of Revenues (\$)			
Research and Development (\$)			
Sales and Marketing (\$)	50.00	80.00	-
General and Administrative (\$)	1,662.00	2,592.00	3,165.00
Stock Based Compensation (\$)			
Total Costs and Expenses (\$)	1,712.00	2,672.00	3,185.00
Income (-loss) from Operations (\$)	-	-	20.00
Interest Income (expense) and other, net (\$)	-	-	-
Income (loss) before Income Taxes (\$)	-	-	20.00
Provision for Income Taxes (\$)			
Net Income (-loss) per Share (\$)	-	-	-
Net Income (-loss) per Share: (\$)			
Basic	4,003,000,000.00	4,003,000,000.00	4,003,000,000.00
Diluted	4,003,000,000.00	4,003,000,000.00	4,003,000,000.00
Number of Shares in per Share Calculations:			
Basic	4,003,000,000.00	4,003,000,000.00	4,003,000,000.00
Diluted	4,003,000,000.00	4,003,000,000.00	4,003,000,000.00

	At June 30 2017 Actual (Un-audited)	After Offering Pro Forma as Adjusted (Un-audited)
Consolidated Balance Sheet Data:		
Cash, Cash Equivalents & Short Term Investments (\$)	-	60,000,000.00
Total Assets (\$)	-	-
Long Term Liabilities (\$)	7,569.00	60,007,569.00
Redeemable Convertible Preferred Stock Warrant (\$)		
Deferred Stock Based Compensation (\$)		
Total Stock Holders Equity (\$)	13,507,569.00	73,515,138.00

Risk Factors

An investment in Xgains4keeps Inc involves significant risks. Care must be taken to read the risk factors described below.

Risk Associated with the Business and the Industry

We will be facing serious competition from the Industry giants and so many other organizations. These organizations and the many other ones are constantly innovating and stand a better chance of attracting users as well as advertisers than we do as it stands. They have invested in research and technology heavily and have so many times more employees. Their positions can affect our potential to attract revenue.

We will be facing traditional media organizations and large advertisers who may not want to include us in their advertising budget. We have a lucrative offer for advertisers especially the large ones, but if we fail to convince them to advertise with us we may see a decline in revenue or none at all.

In future we may establish an advertising network of affiliates that carry our advertisement for us on their websites and applications; if they demand more fees or a greater percentage of the advert proceeds from us revenue will be affected as well operating margins.

Our operating outcomes may vary as a result of different factors; which may be beyond our control and some of them are listed below:

Ability to continue attracting and retaining users to our websites

Ability to compete sufficiently

The varying percentage of net revenue from network adverts

The uncertainty in the proceeds figures from affiliate adverts and marketing, this is the case where we are affiliates to organizations like Amazon, Clickbooth and more.

The varying operating costs and capital expenditure as it concerns expansion, operations, infrastructure and maintenance.

The consequence of our long term focus as against the short term

The outcome of risky investments and projects especially as it concerns our equity trading activities.

The economic outlook especially as it concerns the Internet and Internet Advertising.

The ability to operate our websites sustainably at meaningful cost levels as well as keeping them on.

Ability to attract, retain and motivate super top quality staff.

The display or posting of certain adverts can be affected by local and foreign regulations.

Ability to develop and upgrade our products, infrastructure and products.

The adverts we will be delivering may be blocked by new technologies and users may adopt them.

Ability to protect our intellectual property rights.

The cost and outcome of the possible litigations we may face from the content on our web pages from us and the users as the case may be and much more.

Ability to forecast revenue from agreements under which we guarantee minimum payments.

Ability to deal and manage advert related fraud like click through fraud and other violating activities.

Ability to sufficiently integrate and manage companies we acquire.

Advertisers can call and cancel their payments for adverts or stop placing them as the case may be without notice and if we do not remain competitive this may be the case.

Upon raising the funds from this offering and subsequently we are likely to experience significant growth in our head count and operation and it will place a significant demand on our funds and management as a whole. If we do not manage and coordinate this growth very well the growth can get impaired and may affect our financial position as well.

If we fail to establish and maintain an effective internal financial control, our ability to accurately produce our financial report and identify fraud will be impaired, investors may

loose confidence in our ability to report effectively and consequently our share price may suffer.

If we fail to develop, maintain and enhance our brand, our business and operations may be impaired.

If we fail to maintain and protect our intellectual property rights the value of our products, brand and services may be affected.

Our business model among other things involves extending in the direction of our users and advertisers or sponsors our shares as such there may be issues arising as a result of this and possibly more.

In future we may face intellectual property right claims which are costly to defend and may require us to pay damages and can limit our operations and use of certain technologies.

Expanding internationally is something this company will pursue as such the risks of doing so will most certainly be there, some of them are listed below:

- Possible Longer Payment Cycles
- Credit risk and higher levels of payment fraud
- Legal and regulatory restrictions
- Currency exchange fluctuations
- Foreign exchange controls that might hinder remittances
- Political and economic instability
- Potential adverse tax consequences
- Higher costs associated with doing business internationally

If we fail to detect click through fraud, our advertisers may lose their confidence in us and our capabilities.

Various laws in the U.S and elsewhere can affect our ability to offer certain products and services.

If we loose the services of our Founders and Senior Managers we may loose our ability to execute our strategy.

If we are unable to retain or motivate key personnel or hire competent personnel, we may not be able to grow effectively.

We have a fairly modest operating history which did not involve a meaningful amount of activity and a relatively new business model in a rapidly evolving market, as such it may be difficult to ascertain our prospects and that may increase the risk of your investment.

We rely on Hosts, that carry our websites and they provide other services as well, if they have problems be it technical or financial it could affect us.

The fair value of the shares we are extending in the direction of our users and employees and in future option contracts may be recorded as expense in accordance with FASB directives, as such that may result in accounting charges and a large expenditure.

The hedging strategies we may implement against currency fluctuations as we would be operating internationally may not always be effective.

Obtaining and maintaining insurance can be very expensive and as such we may not get all the insurance we need and if we do it may be costly.

Acquiring other businesses could result in operating bottlenecks and difficulties, can also result in dilutions and other harmful outcomes.

At some point we may face commercial disputes that may affect our business.

To remain effective in this market and business we have to adapt quickly to changing technologies, failure to do so at any point may affect our business.

Risks Pertaining to this Initial Coin Offering

The price of our crypto-currency may turn out to be lower than what you paid or even become volatile, we cannot say how liquid the market will be and the offering price may not be an indicator of what the price will be in the public market.

The use of the proceeds of this offering may be applied to other aspects of our business that may not improve operating outcomes and the value of your shares.

A substantial dilution of the price of this crypto-currency and our Class A Common shares is a reality since the net tangible book value per share is less than the \$10 offering price.

We are likely not to pay dividends on the capital stock we will acquire following this offering meaning you are not likely to receive a dividend, the earnings will be retained until we decide otherwise.

We are likely to incur huge recurring legal and accounting costs as a result of being a public company.

The fact that a significant percentage of the capital stock ownership is held by our Founders and Directors may limit your ability to influence corporate matters especially as their Class B Common Stock will have a greater vote relative to the Class A Common Stock; which we are selling.

Future issues and sales of shares could lead to a decline in the price of the shares.

USE OF PROCEEDS

We hope to receive the equivalent USD value of 100,000 Eth from this issue; we intend to use the net proceeds from this offering for general corporate purposes including:

- i. Sales and marketing expenses, research and development expenses, general and administrative expenses
- ii. Capital expenditures

- iii. Possible acquisition of technologies and other assets
- iv. Short term investment grade securities

DILUTION

Investing or purchasing our crypto-currency by the way of the 100,000Eth offering you consequently purchase our class A common stock. Your interest will be diluted to the extent of the difference between the initial public offering price per share of our class A common stock and the pro forma as adjusted net tangible book value per share of all our shares immediately after the offering, if this is the case and with reference to our stalled and pending February 2012 IPO.

Investors participating in this offering are likely to incur some dilution from subsequent crypto-coin issues and indeed share issues.

SELLING SECURITY HOLDERS

The table specifies the beneficial ownership of our common stock as at January 31st 2012 and adjusted to reflect the sale of Class A common stock offered by us in this offering, for

- Each individual we know that owns up to 5% and more of our common stock
- Each of our Directors
- Each of our named Executive Officers
- Our Directors and Executive Officers as a group
- All selling stock holders

The beneficial owner is c/o Xgains4keeps Inc of 13 Lee High Road, Lewisham, London, SE13 5PL, UK.

SEC rules were used to determine the beneficial ownership except where otherwise indicated; the applicable ownership is based on the 3,000,000,000 registered Class A Common Stock, 1,000,000,000 registered Class B Common Stock and 3,000,000 registered Preference Stock. As it concerns the table below we did not deem these shares outstanding for the purpose of this offering.

	Shares Beneficially Owned Prior to Offering				Shares Beneficially Owned After Offering		
	Common Stock B				Common Stock B		
Name of Beneficial Owner	Shares (registered)	%	% Total Voting Power	Shares Being Offered	Shares (registered)	%	% Total Voting Power
Executive Officers and Directors							
Ugochukwu Unamka	999,000,000	24.98	55	0	999,000,000		
Emeka Ezeoke	1,000,000	0.02498	5.5	0	1,000,000		

Based on the 2016/2017 Income Tax Return filed with U.S Internal Revenue Service Ugochukwu Unamka beneficially owned 89.8% of all classes of the company's- Xgains4keeps Inc- registered stock as well as voting power; which is 2,000. Having increased the number of shares through the U.K incorporation to accommodate more investors his ownership and voting power has since been reduced arbitrarily but subject to amendment.

PLAN OF DISTRIBUTION

As it stands we will be offering this 100,000-ETH equivalent to 100,000-XG4K/ETH equivalent to 10,000,000 Class A Common Stock directly.

The shares can be sold through the selling effort of any broker, as it stands no agreement exists between Xgains4keeps and any broker.

DESCRIPTION OF SECURITIES TO BE REGISTERED

The following is a summary of our common and preferred stock and relevant provisions of our Bylaws.

Our Bylaws specify that we have two classes of common stock: Class A which has one vote per share, Class B one vote per share and 4 votes for 1 share for any founding director provided he or she holds 10% or less of Class B shares and may be convertible at any time to Class A common stock. Outside the latter the rights of the two classes are identical.

After this offering ends we would have registered or authorized capital stock of 4,003,000,000 shares in the U.K incorporation and 2,000 in the U.S case. The U.S incorporation is currently defunct and will be reactivated soon, we have continued to file tax returns with the I.R.S regardless.

As at January 13th 2018, we had 3,000,000,000 Class A common stock outstanding and 1,000,000,000 Class B common stock outstanding as well; out of the Class A common stock a fraction is due our website users and sponsors as at January 13th 2018. We also have 3,000,000 Preference shares outstanding as well.

Common Stock

Voting Rights

On all issues submitted to a vote of stockholders concerning the company holders of Class A and Class B common stocks will vote as a single class as they have identical rights.

Dividends

Holder of Class A and Class B common stocks shall be entitled to share equally dividends that our board approves regardless of the nature of the dividend; cash or shares. This means that if the case is shares Class A common stock holders will receive Class A common shares and Class B common stock holders Class B common shares.

Liquidation Rights

In the event of a liquidation, dissolution or winding-up, Class A and Class B common stock holders shall be entitled to share equally all assets left after the settlement of company's liabilities and preferred stocks.

Conversion

The Class A common stock are not convertible into any other shares of the company's capital stock.

Class B common stocks are convertible at any time into Class A common stock and upon transfer to any entity the former converts automatically to Class A common stock regardless of what the transfer is for.

In the event of the death of any Class B common stock holder who is a natural person his or her holding will automatically convert to Class A common stock.

A transfer and conversion into Class A common stock from Class B common stock the latter shall not be reissued.

No class of common stock shall be subdivided or combined unless the other class of common stock is concurrently subdivided or combined in the same proportion and manner.

Preferred Stock

Following the closure of this offering the board of directors of Xgains4keeps will have the authority to issue preferred shares for any purpose deemed fit without the approval of the stockholders.

Transfer Agent and Registrar

We currently have no plans to use the services of Transfer Agent and Registrar.

Listing

We plan to apply to have our Class A common stock listed on the Over The Counter Bulletin Board (OTC: BB).

We are also currently quoted on the NASDAQ but not trading on it, this is due to the stalled and pending 2012 IPO. This means that Xgains4keeps is Private Company In A Public Environment (PIPE).

INTEREST OF NAMED EXPERTS AND COUNSEL

There are no named experts or counsels involved in this offer as it stands for now.

INFORMATION WITH RESPECT TO Xgains4keeps Inc/Ltd

Description of Business

Xgains4keeps is in the business of Digital Content Consumption Monetization. Under our Equity4keeps programme we pursue the Derivation of Equity associated with rents and mortgages for our users. We extend in the direction of our users some of our equity or option contracts or ETF option contracts or warrants as the case maybe in that pursuit; the company also seeks to extend some 'gains' or incremental value to its website users by doing so. The website provides a content rich platform as such the content enables the company to continue positioning itself as a formidable source of unreported pieces of news, information as a whole, academic and business reference materials and much more. In addition to that the company will continue to mop up revenue accruing from the existence of these contents.

As it stands the business has not been able to attract a lot of user traffic, users and sponsors or advertisers to its website since its inception in June 2009. The campaign for traffic, users and

advertisers is relentless and constant but is largely not very potent and productive since it is done with minimal funding.

The plan of operation for the remaining quarters of this fiscal year and the first six months of the next fiscal year are based on the expectation that much of the funds we intend to raise will be raised. The campaign for users, advertisers or sponsors and traffic will continue relentlessly as ever. Potential advertisers will be approached in a bid to sign up for advertising on our web pages and the latter will be optimized to perform better, entice and retain the attention of users. Experienced and capable employees will be hired and consulted as the case may be to join the campaign for improvement as well as the development for growth.

Customer Problem: Users of the many applications on the internet spend endless hours consuming them and hardly do the significant majority of them derive any economic gain. On the other hand when an entity pays his or her rent for their residence its value is gone once the utility has been enjoyed and even a good previous payment history will not save them from losing that home if the subsequent payments are not made. Ad budgets are usually huge amounts of money and when spent the returns are usually not commensurate to the expenditure.

Product/Services: Under our B2B side of our services we offer advert spaces alongside our content and the content of our users as well as alongside the equity that were extended to the users; which has monetary value. We also extend some of our equity to the users and sponsors alike if they open an account. We also offer engineering consultancy services.

Target Market: As at April 2017 eMarketer noted that paid media ad outlay will increase by 7.3% to \$583.91B; worldwide digital ad spending will reach \$223.74B in 2017 and is expected to maintain double digit growth up till 2020. And according to Internet World Stats the number of internet users globally stood at 3,739,698,500.

Customers: We currently have no paying customers or any contracts. In the past our customers have come through our engineering consultancy, usually property management firms.

Sales/Marketing Strategy: We have been able to amass over 16,000 users and growing on our various Facebook pages and groups. Post-funding we will aggressively deploy ads on

adwords and Facebook drumming up the message that “we are wealthier than we think we are”. For B2B it will be that there is so much ‘Gains’ to be derived from placing ads with us since they are guaranteed to bank some of our equity and much more.

Business Model: Xgains4keeps will make money post-funding because we will leverage our platform of the extended equity and or other securities (invite developers and vendors to participate) and implement a sublime transfer or movement of value and mixing it with already popular models of monetization. We will also take on equity trading as a key source of deriving income.

Competitors: We have not identified a lot of businesses that have our sort of business model, since we expect to earn income from selling ad spaces our competitors include the very major and minor players in this space chiefly Facebook, Google and indeed the specialist ad firms who keep improving their algorithms. Our strategy is such that we can guarantee potential sponsors that they are not in on a gamble as their sponsorship comes with guaranteed equity ‘Gain’.

Description of Property

The company currently has no property.

Legal Proceedings

There are no legal proceedings against Xgains4keeps that we know of.

Market Price of and Dividends on our Common Equity and Related Stockholder Matter

The common equity is currently quoted but not listed on NASDAQ but we hope to list them on the OTC Bulletin Board once the stalled and pending IPO is completed-once we modify the disclosure and tender the necessary exhibits for the SEC to complete its review.

There are no outstanding options or warrants to purchase, or securities convertible to common equity in this offering.

The number of holders of each class of our equity is three which includes Paypal s.a.r.l and there are no more than 18,000 users of our various Facebook pages who are entitled to the

proceeds of our equity held by Xgains4keeps for them, they only own the proceeds that will accrue from the sale of the equity.

We have not paid any dividends to date and we do not plan to pay until much later.

The securities authorized for issuance for the benefit of users and sponsors or advertisers is considered by us to be under the equity compensation plan. So the table below:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	None	Not Applicable	3,903,000,000
Equity compensation plans not approved by security holders	None	Not Applicable	3,903,000,000
Total	Not Applicable	Not Applicable	3,903,000,000

100,000,000 Class A Common shares will be issued in future for web users and sponsors or advertisers while 10,000,000 will be issued for employee compensation, all are subject to change.

Our common stock is not and was never registered under section 12 of the Exchange Act as such a performance graph in that regard is not available or non-existent.

Financial Statements

Financial Statements

Profit and Loss (P&L)

	Mo1	Mo2	Mo3	Mo4	Mo5	Mo6	Mo7	Mo8	Mo9	Mo10	Mo11	Mo12	Total Y1	Total Y2
Revenue/ Capital Inflow (\$)	25.58	17.48	17.48	17.48	93.68	17.48	17.48						966.05	1079.86
Cost of Goods (\$)	—	—	—	—	—	—	—	—	—	—	—	—	—	—
	===	===	===	===	===	===	===	===	===	===	===	===	===	===
Gross Profit (\$)	25.58	17.48	17.48	17.48	93.68	17.48	17.48						966.05	1079.86
Gross Margin (\$)	—	—	—	—	—	—	—	-----	—	—	—	—	-----	-----
Expenses (\$)	—	—	—	—	76.20	—	—	—	---	----	----	----	0.00	0.00
Salaries (\$)	—	—	—	—	—	—	—	-----	—	—	—	—	0.00	0.00
Admin (\$)	17.48	17.48	17.48	17.48	17.48	17.48	17.48	-----	—	—	—	—	934.03	816.86

R&D (\$)	—	—	—	—	—	—	—	—	—	—	—	—	—	0.00	0.00
Marketing (\$)	8.10	—	----	—	—	—	—	----	—	—	—	—	—	32.02	263.00
Sales (\$)	—	—	—	—	—	—	—	----	—	—	—	—	—	----	----
Depreciation (\$)	—	—	----	—	—	—	—	----	—	—	—	—	—	----	----
	==	==	==	==	==	==	==	==	==	==	==	==	==	==	==
Profit Before Interest and Tax (PBIT) (\$)	0.00	0.00	0.00											0.00	0.00
Interest (\$)	—	—	----	—	—	—	—	----	—	—	—	—	—	0.00	0.00
Taxes (\$)	----	----	----	---	----	----	----	----	---	----	----	----	----	0.00	0.00
NET PROFIT (\$)	0.00	0.00	0.00											0.00	0.00

Cash Flow Analysis

	Mo1	Mo2	Mo3	Mo4	Mo5	Mo6	Mo7	Mo8	Mo9	Mo10	Mo11	Mo12	Total Y1	Total Y2
Change in Receivables (\$)	0.00	0.00	0.00	0.00	0.00	0.00	0.00						0.00	0.00
Change in Fixed Assets (\$)	0.00	0.00	0.00	0.00	0.00	0.00	0.00						0.00	0.00
Change in Other Assets (\$)	0.00	0.00	0.00	0.00	0.00	0.00	0.00						0.00	0.00
Change in Payables (\$)	25.58	17.48	17.48	17.48	93.68	17.48	17.48						966.05	1079.86
Change in Loans (\$)	0.00	0.00	0.00	0.00	0.00	0.00	0.00						0.00	0.00

Change in Other Liabilities (\$)	0.00	0.00	0.00	0.00	0.00	0.00	0.00						0.00	0.00
Plus Depreciation (\$)	0.00	0.00	0.00	0.00	0.00	0.00	0.00						0.00	0.00
Change in Net Income (\$)	25.58	17.48	17.48	17.48	93.68	17.48	17.48						966.05	1079.86
Change in Cash Flow (+/-) (\$)	25.58	17.48	17.48	17.48	93.68	17.48	17.48						966.05	1079.86

Management’s discussion and analysis of Financial Condition and Results of Operations

Liquidity: We have identified potential lawsuits, charges, unexpected eventualities and poor or no income as some of the issues that can affect our liquidity negatively. Yet better than expected cash inflow from our activities is one issue that can affect our liquidity positively. The realization of the expected funds we expect to raise in this offering will most certainly improve our liquidity for the short-term. In order to remedy any situation or minimize a case where our liquidity would be affected negatively, we will ensure that sufficient funds are allocated for eventualities, hedge as much of our bets as possible using existing financial instruments provided they are sensible, commensurate and will actually deliver the desired remedy. The latter is as it concerns our cash inflow.

Capital Resources: The material commitments for capital expenditures for the last fiscal year were minimal if not non-existent. For the current year the anticipated source of funds is the funds we expect to raise from this offering directly or from minimal credit if that turns out to be an option to take. The purpose will be to acquire office equipment, computers and related devices as well as application development costs as it concerns our websites.

We currently do not know of any favourable or unfavourable trends that can affect our capital resources, but we know that the more capital we wish to raise from the capital market and

other sources the more the cost. So if we do not secure enough capital or income we may not be able to pay for future offerings.

Results of Operations: As it stands since the company started operating there has been attempts to get revenue coming in but that has not been forthcoming. The effort to get the revenue coming in has been through direct contact of potential patrons and indirectly through affiliate marketing from Amazon.com, Clickbooth.com, Clickbank.com, Facebook and much more. The inadequate funding also means that much of the effort to get revenue coming in will not be potent at all. We also see the likelihood of taking on debt; which means monthly interest payments that may be above average.

With the foregoing the reluctance of potential sponsors to patronize us or our users and visitors to click of the adverts our sponsors is a trend that can and has been affecting our sales and income. The other trend is the economic climate of the various markets we solicit for patronage.

Our financial statements do not show any material increases in net sales though there was an increase in funding for operations from the first fiscal year to the second fiscal year.

Inflation has had no input on our net sales or revenue as the latter was nonexistent during the last two years of our existence.

Trends in Our Business

Our business has not grown especially as it concerns revenue and there has been a constant technical challenge to identify and rectify technical problems as well as dealing with the feel the web pages have among other things. There has really been no revenue since inception and it has been very difficult to sell the advert opportunity to potential customers or clients and the marketing needed to buttress that has been almost non-existent or insufficient. We have also not been able to get users to shop through our amazon.com and .co.uk affiliate shops or through the advert banners from the latter and those of others. The funding so far has been from the personal resources of the founder. The company in the midst of all its challenges has put in a lot intellectually especially with its Xgains4keeps Stocks Take Away Series. A

lot of the series' web pages rank high for a lot of search terms on Google and other search engines.

Off-balance Sheet Arrangements

We currently do not have off-balance sheet arrangements that are likely to cause any current or future effects on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditure or capital resources that is material to investors. We extend equity in the direction of our website users and advertisers or sponsors alike, as such in future this may lead to changes in our financial condition, revenue or expenses, results of operations, liquidity, capital expenditure or capital resources, but as it stands we do not have any arrangement in place.

Tabular Disclosure of Contractual Obligations

Contractual Obligations	Payments due by period			3–5 years	More than 5 years
	Total	Less than 1 year	1–3 years		
[Long-Term Debt Obligations](\$)*	0.00	0.00	0.00	0.00	0.00
[Capital Lease Obligations](\$)*	0.00	0.00	0.00	0.00	0.00
[Operating Lease Obligations](\$)*	23350.50	3891.75	11657.25	19458.75	23350.50
[Purchase Obligations](\$)*	0.00	0.00	0.00	0.00	0.00
[Other Long-Term Liabilities Reflected on the Registrant's Balance Sheet under GAAP](\$)*	0.00	0.00	0.00	0.00	0.00
Total (\$)	23350.50	3891.75	11657.25	19458.75	23350.50

*These are obligations are estimates as things stand but as the business expands these will equally be more.

In the table above \$3891.75 represents \$3075 that is due to the U.S state of Nevada for Annual List of Directors Filling while \$300 represents payments due our Hosting Service Provider and \$516.75 represents payment due our Nevada registered agent. The other figures \$11,657.25, \$19,458.75 and \$23,350.50 represent Annual List of Directors Filling, Host Fees and Registered Agent fees for three years, five years and six years respectively. These figures

may be far more than what we have stated above as our operations may require us to take on more data space with our Hosting Service provider and much more.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

During the last two fiscal years of the company's existence it did not take up the services of any accountant and its financial statements have never been audited. Audits will be carried out once the resources to do so are available.

Quantitative and Qualitative Disclosures about Market Risk

There is no disclosure as it concerns market risks since we currently have no exposure to the markets.

Directors and Executive Officers

The Directors and Executive officers are Ugochukwu Unamka, Owen Altraide, Kene Onah and Emeka Ezeoke. Kene Onah is the Chief Risk Manager at one of Nigeria's and Africa's most capitalized banks Fidelity Bank Plc, he has an MBA. Owen Altraide is a very experienced financial and economic policy manager and has an MBA, and Masters of Economic Policy Management from Harvard University and advises Chevron Oil Nigeria. Emeka Ezeoke is a highly experienced software expert and has a BSc in Industrial Chemistry. I completed an MPhil/PhD thesis in Mechanical Engineering/Computational Mechanics in 2012.

Name	Age (Years)	Position	Term (Years)	Term Served (Years)
Ugochukwu Unamka	41	Chairman/CEO	5	8
Emeka Ezeoke	41	Director	5	8
Kene Onah	40	Director	5	5
Owen Altraide	51	Director	5	5

Executive Compensation and Information

There was no compensation for the benefit of any Principal Executive Officer or Director during the last two fiscal years and the months there after.

Changes in Control: As more shares get issued and sold the control of Xgains4keeps may change as the voting power of the Principal Executive Officer and Chairman may drop. As the latter sells some of his equity this will also be the case.

Transactions with Related Persons, Promoters and Certain Control Persons

Review, approval or ratification of transactions: Transactions that have to be made that are more than \$120,000 has to be checked and approved so as to ensure that there is some real if not tangible gain for the company. In the light of that if the \$120,000 or more payment is not for essential or basic payments like paying salaries, settlements, rents and their like but for transactions like buying furniture, equipment, advertisement, paying for entertainment, paying for travels if possible it must be done through organizations that will return a commission for those transactions. The Chairman/CEO is responsible for applying these policies and procedures.

Investor Rights Agreement: We currently do not have any agreement with purchasers of our preferred stocks or warrant holders with the right to purchase our capital stock.

Promoters and certain control persons: We have had no promoter at any time during the past five fiscal years.

Corporate Governance

Name of Directors	Independence Status	Transactions	Relationships or Arrangements
Owen Altraide	Independent	None	None
Kene Onah	Independent	None	None
Emeka Ezeoke	Insider	None	Co-Founder
Ugochukwu Unamka	Insider	None	Founder

Board meetings and committees; annual meeting attendance: There were four board meetings during the last full fiscal year. We currently have no policy on board members' attendance at annual meetings of security holders.

We currently have no Audit, Nominating and Compensation Committees of the Board of Directors, or Committees performing similar functions.

Nominating Committee: We feel that it is appropriate not to have a Nominating Committee because the company is still a small one and there are only four directors.

There is no Nominating Committee Policy because there is no Nominating Committee currently in place.

The Procedure for considering candidates recommended by Security Holders: The recommended individuals will be checked to ensure that they have a good understanding and knowledge of our company, its philosophy and model. Secondly, ascertain that the individual

is sufficiently mature. Thirdly that the individual has no bad history with other Boards they have been part of or currently part of.

Process for identifying and evaluating nominees for Director, including nominees

recommended by security holders: The individuals are interviewed and in doing so the depth of their knowledge of risk analysis and financial management is ascertained as well as identifying their impression of Xgains4keeps.

Audit Committee: we currently have no Audit Committee as such no charter exists, if we did a non independent director who is part of that committee would be one who is not an employee of Xgains4keeps.

Our financial statements are currently unaudited and no independent review has taken place, the statement has negligible entries in it and very much simple.

Compensation Committee: We currently do not have a standing compensation committee or committee performing similar functions, there is currently no role for such a committee as there are currently no compensations.

Shareholder communications: We currently do not have a process for security holders to send communication to the Board of Directors; this is so because we currently have a small number of security holders apart from our web users.

Board leadership structure and role in risk oversight: The leadership structure is such that the Principal Executive Officer and the Chairman of the Board is one person and we have no Lead Independent Director of the Board. This type of structure is appropriate as things stand since we are still pretty much a company in development. The Board has an experienced Risk Manager who constantly oversees our risk outlook.

Financial Assumptions

Kick-off Summary

The following table details the funding Xgains4keeps needs to bring its vision to reality. Kick-off Expenses include all the expenditures that will be incurred on an ongoing basis as well as the phase before the S-1 filing is completed and the IPO funding flows in.

In other words, “Kick-off” precedes “Month 1” and “Year 1” of accompanying projections. “Kick-off assets” include kick-off costs that are not “expensed” and include short and long term-assets. The “cash required” element of the asset table represents the balance of cash at the beginning of Month 1 of the financial projections. Total kick-off requirements, which will be funded via investment, equals to the sum of kick-off expenses and assets.

Kick-off

Kick-off Expenses (1 Year)	Column1
Payroll (£)	240,000.00
Stationery etc. (£)	2,000.00
Insurance (£)	2,500.00
S-1/IPO Completion Expenses (£)	100,000.00
Computers (£)	6,000.00
Others (£)	35,000.00
Total Kick-off Expenses (£)	385,500.00
Kick-off Assets	

Cash Required (£) 60,500.00

Other Current Assets (£) 0.00

Long Term Assets (£) 0.00

Total Assets 60,500.00

Total Requirements 446,000.00

Gross Sales: In the first year of raising funds we expect revenue of about \$66,000,000 and a profit of \$16,000,000 as we expect a lot of people to subscribe for accounts, see table below. Going by that we also expect that a huge number of their shares would be sold which would mean some revenue for the company. This is so because we will take a 10% charge on the sale of shares extended to them, if that is not the case we expect them to make monthly payments towards their accounts. We also expect that some of the corporations and multinational we intend to approach would be keen on buying adverts en-bulk. We will also embark on equity trading; which we expect to be a key source of revenue. In the second year we expect these sales to improve by 50% and revenue as well. As we continue to exploit the opportunities by providing more and avenues of getting the user to spend more and more (on other resources we place on the site) to boost share value, we expect gross sales to grow further in the 3rd year up to the 5th.

Sources of Sales	Year 1	Year 2	Year 3	Year 4	Year 5
Displayed Web Adverts from Xgains4keeps (Banners)	\$6,000,000	\$6,000,000	\$6,000,000	\$6,000,000	\$6,000,000
Displayed Web Adverts from Other Organizations (Banners)	\$19,000,000	\$56,969,969	\$136,363,318	\$196,969,237	\$272,723,606
Commission from affiliate marketing (Amazon.com)	\$500,000	\$1,424,424	\$3,409,501	\$4,924,835	\$6,818,927

Ad Revenue from Facebook Audience Network, possibly Google and Others	\$90,000	\$256,365	\$613,635	\$886,362	\$1,227,258
Interstitial web adverts*	\$250,000	\$749,605	\$1,794,254	\$2,591,701	\$3,588,473
Text based adverts*	\$50,000	\$149,921	\$358,851	\$518,340	\$717,695
Rich media adverts*	\$250,000	\$749,605	\$1,794,254	\$2,591,701	\$3,588,473
Job Adverts*	\$420,000	\$1,249,289	\$3,129,657	\$4,315,062	\$6,009,251
Marginal revenue from User expenditure*	\$30,000	\$100,000	\$200,000	\$350,000	\$450,000
Charges on the sale of the extended equity*	\$19,000,000	\$38,000,000	\$45,000,000	\$50,000,000	\$55,000,000
Trading of Stocks, Options and others	\$20,410,000	\$82,350,822	\$251,436,530	\$380,852,762	\$543,876,317
Total	\$66,000,000	\$188,000,000	\$450,000,000	\$650,000,000	\$900,000,000

**-Subject to probability*

Cost of sales: We expect to leave the cost of sales at \$20,000,000 a year for the next two years then it will go up to \$25,000,000 for the next two years and then \$30,000,000 for the fifth. Savings made from the budget for unforeseen expenditure would be rolled over to subsequent years. We also expect that the amount we spend on web based applications will continue to drop with the years. The reason for this is that we expect that at this time we would have hired more staff that would be able to cover this area as part of their duty.

Gross Margin: As we expect to have our cost of sales constant in the first two years and a little bit more in the subsequent ones and with improving revenue we expect gross margins for the years to continue improving.

Personnel costs/fees: In this business plan there is a need to expand operations over the five years as a result of that:

- Sales and marketing support activities will continue to increase and so will the cost as a result of that the budget for other unforeseen expenditure will continue to increase up till the fourth year.
- At the onset there is likely to be at least a \$100,000 fee for going public as we are looking forward to.
- The professional fees related to share buy backs share issue will continue to increase as the years go by.
- Legal and other professional fees will increase as well in the light of all these.

Rent: We expect that after the first year that the rented space for conducting the business will increase. With that we are expecting a 100% increase in rent. The rented space if all remains equal is expected to remain the same till possibly the fifth year when we are likely to rent more space. We estimate that rent for two offices in Las Vegas and London would cost up to \$312,000 for three years.

Utilities: At the onset we would be employing slightly more computers than personnel as a result of this the utility bill for the first year is estimated to be about \$150,000. In the second year we expect it to increase by about 200% in the third by 100%. By the fifth year we expect it to reach \$1,500,000. This is so in the light of the fact that the business may expand into countries where electricity supply is not very steady as a result of that power generating units would be employed. This also means buying gas to power them.

Telephone and Mobiles: The Company will go for contracts with stipulated if not fixed fees and charges as regards these. Indeed the budget for these will continue to expand as we increase personnel numbers over the five years.

- The budget for the first year for this stands at \$56,000
- In the second year we expect it to reach \$100,000

- In the third year \$160,000
- By the fifth \$300,000

Salaries: In the first year of Going Public we expect to hire 50 people for the entire operation as a result we are putting our salaries budget at:

- \$4,500,000 for the first year
- \$8,000,000 for the second year
- \$19,000,000 for the third; this is the point we intend to fill the EVP positions and also hire more hands.
- \$35,000,000 for the fourth year; we will equally hire significantly more people.
- \$40,000,000 for the fifth year, also more people will be put in various positions.

Travel and Entertainment: In the first year of Going Public there will be some amount of travelling as we go around spreading the word. There will equally be some entertainment involved. Just as in the case of telephones and mobiles we will seek to use more of economy seats for flights and rail journeys especially in the first two years.

- In the first year the estimated travel and entertainment budget is \$90,000
- In the second year the estimate is \$120,000
- The third year \$150,000
- The fourth year \$170,000
- The fifth year the estimate is \$200,000

Research: We will spend some amount of money on research within and without and the budgets for the various years are:

- The first year budget is \$500,000

- In the second year it will increase by 100% to \$1,000,000
- In third year we expect to see a very significant mark up in spending in this area to \$3,000,000.
- In the fourth year \$7,000,000
- Fifth year \$14,000,000

Share buy-back and other investment activities: In the first year we intend to invest up to \$3,000,000 in investment activities and up to \$15,000,000 in share buy back in the open market.

We really believe the proceeds from the investment activities would be very handsome and would be rolled over into the next year. We also expect to increase share buy-back funds to \$50,000,000 in the second year, this is in the light of improving revenue.

We expect to continue increasing them as the years go by as it is likely the proceeds from it would also continue to look up very well.

Federal and State taxes: In the state of Nevada, United States and the United Kingdom where this company is registered there are some local taxes, but we would be paying taxes on profits when that comes.

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Profit and Loss (P&L) Post Six hundred Million Dollar funding

The Company intends to deploy its funding to maximize growth and profitability. In the Profit and Loss table below, gross margin equals sales minus direct costs. The "bottom line" or profit (as measured before and after interest, taxes, depreciation, and amortization) equals gross margin minus operating expenses.

**Pro Forma Profit and Loss-Post
\$600,000,000 Funding**

	Year 1	Year 2	Year 3	Year 4	Year 5
Revenue (\$)	66,000,000.00	188,000,000.00	450,100,000.00	650,000,000.00	900,000,000.00
Direct Cost of Sales (\$)	20,000,000.00	20,000,000.00	25,000,000.00	25,000,000.00	25,000,000.00
Other Costs of Sales (\$)	0.00	0.00	0.00	0.00	0.00
Total Cost of Sales (\$)	20,000,000.00	20,000,000.00	25,000,000.00	25,000,000.00	25,000,000.00
Gross Margin (\$)	46,000,000.00	168,000,000.00	425,100,000.00	625,000,000.00	875,000,000.00
Gross Margin %	69.70	89.36	94.45	96.15	97.22
Expenses					
Payroll (\$)	4,500,000.00	8,000,000.00	19,000,000.00	35,000,000.00	40,000,000.00
Marketing/Promotion (s)	20,000,000.00	20,000,000.00	25,000,000.00	25,000,000.00	25,000,000.00
Depreciation (\$)	0.00	0.00	0.00	0.00	0.00
Rent (\$)	104,000.00	104,000.00	156,000.00	156,000.00	200,000.00
Utilities (\$)	150,000.00	180,000.00	250,000.00	300,000.00	340,000.00
Telephone and Mobiles (\$)	56,000.00	100,000.00	160,000.00	200,000.00	300,000.00
Payroll Taxes (\$)	675,000.00	1,200,000.00	2,850,000.00	5,250,000.00	6,000,000.00
Travel and Entertainment (\$)	90,000.00	120,000.00	280,000.00	560,000.00	750,000.00
Research (\$)	500,000.00	10,000,000.00	30,000,000.00	50,000,000.00	100,000,000.00
Total Operating Expenses (\$)	26,075,000.00	39,704,000.00	77,696,000.00	116,466,000.00	172,590,000.00

Profit Before Interest and					
Taxes (\$)	19,925,000.00	128,296,000.00	347,404,000.00	508,534,000.00	702,410,000.00
EBITDA (\$)	19,925,000.00	128,296,000.00	347,404,000.00	508,534,000.00	702,410,000.00
Interest Expense (\$)	0.00	0.00	0.00	0.00	0.00

Pro Forma Profit and Loss-Post Thirty Million Dollar Funding

	Year 1	Year 2
Revenue (\$)	3,300,000.00	9,400,000.00
Direct Cost of Sales (\$)	1,000,000.00	1,000,000.00
Other Costs of Sales (\$)	-	-
Total Cost of Sales (\$)	1,000,000.00	1,000,000.00
Gross Margin (\$)	2,300,000.00	8,400,000.00
Gross Margin %	69.70	89.36
Expenses		
Payroll (\$)	225,000.00	400,000.00
Marketing/Promotion (\$)	1,000,000.00	1,000,000.00
Depreciation (\$)	-	-
Rent (\$)	36,000.00	48,000.00
Utilities (\$)	7,500.00	15,000.00
Telephone and Mobiles (\$)	2,800.00	5,000.00
Payroll Taxes (\$)	33,750.00	60,000.00
Travel and Entertainment (\$)	4,500.00	6,000.00

Research (\$)	25,000.00	50,000.00
Total Operating Expenses (\$)	1,334,550.00	1,584,000.00
Profit Before Interest and Taxes (\$)	965,450.00	6,816,000.00
EBITDA (\$)	965,450.00	6,816,000.00
Interest Expense (\$)	-	-
Taxes Incurred (\$)	289,635.00	2,044,800.00
Net Profit (\$)	675,815.00	4,771,200.00
Net Profit/Sales	20.48	50.76

Cash Flow Analysis

The Company's projected cash flow show that the Company expects to maintain sufficient cash balances over the five years of this plan. The "pro forma cash flow" table differs from the "pro forma profit and loss" (P&L) table. Pro forma cash flow is intended to represent the actual flow of cash in and out of the Company. In comparison, the revenue and expense projections on the P&L table include "non-cash" items and exclude funding and investment illustrations.

Pro Forma Cash Flow-Post \$600,000,000 Funding

Column1	Column2	Column3	Column4	Column5	Column6
	Year 1	Year 2	Year 3	Year 4	Year 5
Cash Received					

Cash from Operations					
Cash Sales (\$)	66,000,000.00	188,000,000.00	450,100,000.00	650,000,000.00	900,000,000.00
Subtotal Cash from Operations (\$)	66,000,000.00	188,000,000.00	450,100,000.00	650,000,000.00	900,000,000.00
Additional Cash Received					
Sales Tax, VAT, HST/GST Received (\$)	0.00	0.00	0.00	0.00	0.00
New Current Borrowing (\$)	0.00	0.00	0.00	0.00	0.00
New Other Liabilities (interest free) (\$)	0.00	0.00	0.00	0.00	0.00
New Long-term Liabilities (\$)	0.00	0.00	0.00	0.00	0.00
Sales of Other Current Assets (\$)	0.00	0.00	0.00	0.00	0.00
Sales of Long-term Assets (\$)	0.00	0.00	0.00	0.00	0.00
New Investment Received (\$)	0.00	0.00	0.00	0.00	0.00
Subtotal of Cash Received (\$)	66,000,000.00	188,000,000.00	450,100,000.00	650,000,000.00	900,000,000.00
Expenditures					
Expenditures from Operations					
Cash Spending (\$)	52,052,500.00	91,976,800.00	342,134,800.00	260,679,600.00	345,045,600.00
Subtotal Spent on Operations (\$)	0.00	0.00	0.00	0.00	0.00
Additional Cash Spent (\$)	0.00	0.00	0.00	0.00	0.00
Sales Tax, VAT, HST/GST Paid Out (\$)	0.00	0.00	0.00	0.00	0.00
Principal Repayment of Current Borrowing (\$)	0.00	0.00	0.00	0.00	0.00

Other Liabilities Principal Repayment (\$)	0.00	0.00	0.00	0.00	0.00
Long-term Liabilities Principal Repayment (\$)	0.00	0.00	0.00	0.00	0.00
Purchase of Other Current Assets (\$)	0.00	0.00	0.00	0.00	0.00
Purchase of Long- term Assets (\$)	0.00	0.00	0.00	0.00	0.00
Dividends (\$)	0.00	0.00	0.00	0.00	0.00
Subtotal of Cash Spent (\$)	52,052,500.00	91,976,800.00	342,134,800.00	260,679,600.00	345,045,600.00
Net Cash Flow (\$)	13,947,500.00	96,023,200.00	107,965,200.00	389,320,400.00	554,954,400.00

Pro Forma Cash Flow-Post \$30,000,000

	Year 1	Year 2
Cash Received		
Cash from Operations		
Cash Sales (\$)	3,300,000.00	9,400,000.00
Subtotal Cash from Operations (\$)	3,300,000.00	9,400,000.00
Additional Cash Received		
Sales Tax, VAT, HST/GST Received (\$)	0.00	0.00
New Current Borrowing (\$)	0.00	0.00
New Other Liabilities (interest free) (\$)	0.00	0.00
New Long-term Liabilities (\$)	0.00	0.00
Sales of Other Current Assets (\$)	0.00	0.00
Sales of Long-term Assets (\$)	0.00	0.00
New Investment Received (\$)	0.00	0.00
Subtotal of Cash Received (\$)	3,300,000.00	9,400,000.00
Expenditures		
Expenditures from Operations		

Cash Spending (\$)	2,624,185.00	4,628,800.00
Subtotal Spent on Operations (\$)	0.00	0.00
Additional Cash Spent (\$)	0.00	0.00
Sales Tax, VAT, HST/GST Paid Out (\$)	0.00	0.00
Principal Repayment of Current Borrowing (\$)	0.00	0.00
Other Liabilities Principal Repayment (\$)	0.00	0.00
Long-term Liabilities Principal Repayment (\$)	0.00	0.00
Purchase of Other Current Assets (\$)	0.00	0.00
Purchase of Long-term Assets (\$)	0.00	0.00
Dividends (\$)	0.00	0.00
Subtotal of Cash Spent (\$)	2,624,185.00	4,628,800.00
Net Cash Flow (\$)	675,815.00	4,771,200.00

Projected Balance Sheet

The projected Balance Sheet for five years is detailed in the following table.

Pro Forma Balance Sheet-Post \$600,000,000

Column1	Column2	Column3	Column4	Column5	Column6
	Year 1	Year 2	Year 3	Year 4	Year 5
Assets					
Current Assets					
Cash (\$)	14,637,500.00	110,660,700.00	218,625,900.00	607,946,300.00	1,162,900,700.00
Other Current Assets (\$)	0.00	0.00	0.00	0.00	0.00
Total Current Assets (\$)	14,637,500.00	110,660,700.00	218,625,900.00	607,946,300.00	1,162,900,700.00

Long Term Assets					
Long Term Assets (\$)	0.00	0.00	0.00	0.00	0.00
Accumulated Depreciation (\$)	0.00	0.00	0.00	0.00	0.00
Total Long Term Assets (\$)	0.00	0.00	0.00	0.00	0.00
Total Assets (\$)	14,637,500.00	110,660,700.00	218,625,900.00	607,946,300.00	1,162,900,700.00
Liabilities and Capital					
Current Liabilities					
Current Borrowing (\$)	0.00	0.00	0.00	0.00	0.00
Other Current Liabilities (\$)	0.00	0.00	0.00	0.00	0.00
Subtotal Current Liabilities (\$)	0.00	0.00	0.00	0.00	0.00
Long-term Liabilities (\$)	0.00	0.00	0.00	0.00	0.00
Total Liabilities (\$)	0.00	0.00	0.00	0.00	0.00
Paid-in Capital (\$)	600,000,000.00	600,000,000.00	600,000,000.00	600,000,000.00	600,000,000.00
Retained Earnings (\$)	14,637,500.00	110,660,700.00	218,625,900.00	607,946,300.00	1,162,900,700.00
Earnings (\$)	66,000,000.00	188,000,000.00	450,000,000.00	650,000,000.00	900,000,000.00
Total Capital (\$)	614,637,500.00	710,660,700.00	818,625,900.00	1,207,946,300.00	1,762,900,700.00
Total Liabilities and Capital (\$)	614,637,500.00	710,660,700.00	818,625,900.00	1,207,946,300.00	1,762,900,700.00
Net Worth (\$)	614,637,500.00	710,660,700.00	818,625,900.00	1,207,946,300.00	1,762,900,700.00